

**IN THE UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

**ROBERT BARBAN, MARGARET BARBAN, )  
NAOMI DOBSON, FREDRICK GOEHRINGER )  
III, GLADYS GOEHRINGER, CHUN LAM, )  
MARITZA LAM, RANDALL FILGER, )  
CAROLYN FILGER, PHYLLIS BOOTH, ROGER )  
COGGINS, KERRIE COGGINS, EUGENE )  
CORDEK, CECELIA CORDEK, JAMES DILDINE, )  
JOYCE DILDINE, SAMUEL FIELDS, JULIE )  
FIELDS, RENE GAGNIER, DIANE GAGNIER, )  
DANIEL MORSE, DENISE MORSE, LAURA )  
ORDIWAY, DANIEL PAGE, ROGER PERRY, )  
NANCY PERRY, ALFRED WILSON, BARBARA )  
WILSON, JEFFREY WADDLE, ADA WADDLE, )  
GARY BAXTER, IRIS BAXTER, ROBERT )  
MARBLE, SHIRLEY MARBLE, CHARLES STONE, )  
VICKI STONE, THOMAS SWOBODA, JACALYN )  
SWOBODA, TONY CALDWELL, CYNTHIA )  
CALDWELL, CHESTER HOOD, SHIRLEY )  
HOOD, ROSELLA DAVIS, KAHLID MAAROUF, )  
TANYA DUMPERT, JOHN JUGGINS, GENEVA )  
JUGGINS, JAMES WEIAND, ALBERTA WEIAND, )  
SHERMAN HARRIS, PAMELA HARRIS, )  
SYLVESTER HITER, PATRICIA HITER, )  
RANDALL HOWARD, CAROLYN HOWARD, )  
BARBARA BARKER, VINCENT BAYNE, )  
SHAWN BAYNE, BARBARA MALENA, )  
ANNA BANGLEY, DENNIS PELLEGRAM, )  
SHERRY PELLEGRAM, THOMAS YOUNG, )  
SHARON YOUNG, RAYMOND BANKS, )  
PAMELA BANKS, MICHAEL BRYANT, )  
FELICIA BRYANT, ROBERT CARDENAS, )  
VICTORIA CARDENAS, NICHOLAS CASTILLO )  
III, MARIE CASTILLO, REGINALD CHANEY, )  
BARBARA CHANEY, RAMON CHAPLIN, )  
KATHY CHAPLIN, JOYCE CLEVELAND, )  
MICHAEL CLOUSTON, JUDY CLOUSTON, )  
CHARLES COMBS, BRENDA COMBS, )  
CRAIG COULSON, JOSIE COULSON, MACK )  
DRAUGHN, NAVA DRAUGHN, GREGORY )  
EBBENGA, CHRISTINE EBBENGA, RONALD )  
FANDREY, MONIKA FANDREY, ROBERT )**

**Case No.:**

FORMAN, JOANNE FORMAN, JAMES GRAUEL, )  
SANDRA GRAUEL, CHARLES HALL, BILLIE )  
HALL, RICHARD HURD, DEBORAH HURD, )  
CAROL JOHNSON, ROGER JOHNSON, )  
CHARLES KIGHT, HARVEY LAUX, MARY )  
LAUX, JAMES LONCAR, JULIE LONCAR, )  
JULIAN MCKINNEY, LUANNE MCKINNEY, )  
GLENDA MCNEIL, CHARLES MESTER, )  
SHARON MESTER, GLENN MIEARS, CHERYLL )  
MIEARS, NEIL MURRAY, AUDREY MURRAY, )  
WILLIAM NUSBAUM, JANE NUSBAUM, )  
JAMES OUIMETTE, SUSAN WATSON, ROBERT )  
PAUL, LORRAINE PAUL, MORRIS PLANT, )  
MARJORIE PLANT, LOUIS SHANNON, )  
DEBORAH SHANNON, NED SHORT, MARY )  
SMITH, TERESA STRICKLAND, PAUL )  
SWINDLE, MICHAEL TIMMONS, PEGGY )  
TIMMONS, GERALD WAGGONER, NANCY )  
WAGGONER, SHERYL WILLHELM, RONALD )  
WITTOW, JULIANNE GIVAN-WITTOW, )  
WAYNE GRIFFITH, CATHRYN GRIFFITH, )  
JIMMY JAYNES, SUSAN JAYNES, MARLON )  
TODD RHODES, SANDRA RHODES, JAMES )  
SHAW, BETTY SHAW, JOHN KINDYBAL, JR., )  
ANDREA KINDYBAL, ROGER KEY, DONNA )  
KEY, DONNA AREAUX, GLENN ELDRIDGE, )  
MARCIA ELDRIDGE, ROBIN WALKER, DIANE )  
WALKER, GEORGE DANBURY, CATHERINE )  
DANBURY, JAY HEDGES, JULIE HEDGES, )  
CHRISTOPHER JOST, CHERYL JOST, RUTH )  
BRATCHER, EMILY BERRIOCHOA, FRANK )  
PLUHM, THOMAS SINES, RUTH SINES, CORA )  
HAYWARD, TARRAH HAYWARD, JOHN )  
MCDONNELL, LYNETTE MCDONNELL, )  
JAMES ANDREWS, CHARLENE ANDREWS, )  
LINDA UIHLEIN, KEVIN COMSTOCK, )  
VALERIE COMSTOCK, PRENTICE HOUSE, )  
JANICE HOUSE, NORMAN BAREIS )  
and CYNTHIA BAREIS, )  
)  
ALL IN THEIR CAPACITY AS BENEFICIARIES )  
OF THE BLUEGREEN VACATION CLUB )  
AMENDED AND RESTATED TRUST )  
AGREEMENT )  
)  
)

	)	
PETITIONERS,	)	
	)	
	)	
vs.	)	
	)	
TRUSTEE VACATION TRUST, INC., IN ITS	)	
CAPACITY AS THE TRUSTEE OF THE	)	
BLUEGREEN VACATION CLUB AMENDED	)	
AND RESTATED TRUST AGREEMENT	)	
	)	
SERVE:	)	
Trustee Vacation Trust, Inc.	)	
Registered Agent	)	
Corporate Creations Network, Inc.	)	
801 US Highway 1	)	
North Palm Beach, Florida 33408	)	
	)	
and,	)	
	)	
	)	
BLUEGREEN RESORTS MANAGEMENT, INC.	)	
	)	
SERVE:	)	
Bluegreen Resorts Management, Inc.	)	
Registered Agent	)	
Corporate Creations Network, Inc.	)	
801 US Highway 1	)	
North Palm Beach, Florida 33408	)	
	)	
	)	
RESPONDENTS.	)	JURY TRIAL DEMANDED

**COMPLAINT FOR AN ACCOUNTING OF AND ENFORCEMENT OF THE  
SECOND AMENDED AND RESTATED FAIRSHARE VACATION USE  
MANAGEMENT TRUST AGREEMENT DATED MARCH 14, 2008**

**Nature of this Case**

1. The above Petitioners are beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement and bring this action for an accounting of the Bluegreen Vacation Club Amended and Restated Trust Agreement and enforcement of the Bluegreen Vacation Club Amended and Restated Trust Agreement (herewith enclosed as Exhibit A and referred to hereafter in this Complaint as the “Trust Agreement”), and bring this action against the Trustee of the Bluegreen Vacation Club Amended and Restated Trust Agreement and one corporation, Bluegreen Resorts Management, Inc., for acting in concert to raise the maintenance fees the beneficiaries pay to operate the Bluegreen Vacation Club Amended and Restated Trust Accommodations and Facilities, and for acting in concert to frustrate, limit, and deny the beneficiaries use of the Bluegreen Vacation Club Amended and Restated Accommodations and Facilities through the operation of the allocation system used to make reservations to occupy the Bluegreen Vacation Club Amended and Restated Trust Accommodations and Facilities that does not meet the requirements set forth in the Bluegreen Vacation Club Amended and Restated Trust Agreement.

**Parties to this Action:**

**Petitioners**

2. Robert and Margaret Barban are natural persons residing in and domiciled in St. Louis, Missouri.

3. Robert and Margaret Barban are the legal and rightful owners of a timeshare interest, membership number, 737995, in Bluegreen Paradise Point.

4. As a result of their ownership interest in Bluegreen Paradise Point, Robert and Margaret Barban are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

5. Naomi Dobson is a natural person residing in and domiciled in Philadelphia, Pennsylvania.

6. Naomi Dobson is the legal and rightful owner of a timeshare interest, membership number 29910135985, in Bluegreen Vacation Club.

7. As a result of her ownership interest in Bluegreen Vacation Club, Naomi Dobson is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

8. Fredrick Goehringer III and Gladys Goehringer are natural persons residing in and domiciled in Cherry Hill, New Jersey.

9. Fredrick Goehringer III and Gladys Goehringer are the legal and rightful owners of a timeshare interest, membership number, 299101357450, in Atlantic Palace Fantasea Resort.

10. As a result of their ownership interest in Atlantic Palace Fantasea Resort, Fredrick Goehringer III and Gladys Goehringer are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

11. Chun and Maritza Lam are natural persons residing in and domiciled in Rego Park, New York.

12. Chun and Maritza Lam are the legal and rightful owners of a timeshare interest, membership number, 108261, in Atlantic Palace Fantasea Resort.

13. As a result of their ownership interest in Atlantic Palace Fantasea Resort, Chun and Maritza Lam are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

14. Randall and Carolyn Filger are natural persons residing in and domiciled in Lathrop, Missouri.

15. Randall and Carolyn Filger are the legal and rightful owners of a timeshare interest, membership number, 1123178, in Big Cedar Lodge.

16. As a result of their ownership interest in Big Cedar Lodge, Randall and Carolyn Filger are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

17. Phyllis Booth is a natural person residing in and domiciled in Greensboro, North Carolina.

18. Phyllis Booth is the legal and rightful owner of a timeshare interest, membership number 582401, in Bluegreen Vacation Club.

19. As a result of her ownership interest in Bluegreen Vacation Club, Phyllis Booth is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

20. Roger and Kerrie Coggins are natural persons residing in and domiciled in Harmony, North Carolina.

21. Roger and Kerrie Coggins are the legal and rightful owners of a timeshare interest, membership number, 1123178, in Bluegreen Vacation Resorts.

22. As a result of their ownership interest in Bluegreen Vacation Resorts, Roger and Kerrie Coggins are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

23. Eugene and Cecelia Cordek are natural persons residing in and domiciled in South Fork, Pennsylvania.

24. Eugene and Cecelia Cordek are the legal and rightful owners of a timeshare interest, membership number, 138770, in Bluegreen Paradise Point.

25. As a result of their ownership interest in Bluegreen Paradise Point, Eugene and Cecelia Cordek are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

26. James and Joyce Dildine are natural persons residing in and domiciled in Marietta, Georgia.

27. James and Joyce Dildine are the legal and rightful owners of a timeshare interest, membership number, 415720, in Bluegreen Paradise Point.

28. As a result of their ownership interest in Bluegreen Paradise Point, James and Joyce Dildine are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

29. Samuel and Julie Fields are natural persons residing in and domiciled in Muncie, Indiana.

30. Samuel and Julie Fields are the legal and rightful owners of a timeshare interest, membership number, 253574, in Bluegreen Paradise Point.

31. As a result of their ownership interest in Bluegreen Paradise Point, Samuel and Julie Fields are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

32. Rene and Diane Gagnier are natural persons residing in and domiciled in Roanoke, Virginia.

33. Rene and Diane Gagnier are the legal and rightful owners of a timeshare interest, membership number, 422539, in Bluegreen Paradise Point.

34. As a result of their ownership interest in Bluegreen Paradise Point, Rene and Diane Gagnier are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

35. Daniel and Denise Morse are natural persons residing in and domiciled in Jackson, Mississippi.

36. Daniel and Denise Morse are the legal and rightful owners of a timeshare interest, membership number, 739990, in Bluegreen Paradise Point.

37. As a result of their ownership interest in Bluegreen Paradise Point, Daniel and Denise Morse are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

38. Laura Ordiway is a natural person residing in and domiciled in Madison Heights, Michigan.

39. Laura Ordiway is the legal and rightful owner of a timeshare interest, membership number 430189, in Bluegreen Paradise Point.

40. As a result of her ownership interest in Bluegreen Paradise Point, Laura Ordiway is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

41. Daniel Page is a natural person residing in and domiciled in Jacksonville, Florida.



42. Daniel Page is the legal and rightful owner of a timeshare interest, membership number, 221135, in Bluegreen Paradise Point.

43. As a result of her ownership interest in Bluegreen Paradise Point, Daniel Page is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

44. Roger and Nancy Perry are natural persons residing in and domiciled in Carrollton, Ohio.

45. Roger and Nancy Perry are the legal and rightful owners of a timeshare interest, membership number, 856713, in Bluegreen Paradise Point.

46. As a result of their ownership interest in Bluegreen Paradise Point, Roger and Nancy Perry are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

47. Alfred and Barbara Wilson are natural persons residing in and domiciled in Lyman, Maine.

48. Alfred and Barbara Wilson are the legal and rightful owners of a timeshare interest, membership number, 453401, in Bluegreen Paradise Point.

49. As a result of their ownership interest in Bluegreen Paradise Point, Alfred and Barbara Wilson are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

50. Jeffrey and Ada Waddle are natural persons residing in and domiciled in Somerset, Kentucky.

51. Jeffrey and Ada Waddle are the legal and rightful owners of a timeshare interest, membership number, 739990, in Bluegreen Shenandoah Crossing.

52. As a result of their ownership interest in Bluegreen Shenandoah Crossing, Jeffrey and Ada Waddle are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

53. David and Dorothea Kramme are natural persons residing in and domiciled in Kirkwood, Missouri.

54. David and Dorothea Kramme are the legal and rightful owners of a timeshare interest, membership number, 05102208FV, in Bluegreen The Falls Village.

55. As a result of their ownership interest in Bluegreen The Falls Village, David and Dorothea Kramme are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

56. Robert and Shirley Marble are natural persons residing in and domiciled in Monroe, Louisiana.

57. Robert and Shirley Marble are the legal and rightful owners of a timeshare interest, membership number, 537227, in Bluegreen The Falls Village.

58. As a result of their ownership interest in Bluegreen The Falls Village, Robert and Shirley Marble are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

59. Charles and Vicki Stone are natural persons residing in and domiciled in Robards, Kentucky.

60. Charles and Vicki Stone are the legal and rightful owners of a timeshare interest, membership number, 636106, in Bluegreen The Falls Village.

61. As a result of their ownership interest in Bluegreen The Falls Village, Charles and Vicki Stone are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

62. Thomas and Jacalyn Swoboda are natural persons residing in and domiciled in Leslie, Missouri.

63. Thomas and Jacalyn Swoboda are the legal and rightful owners of a timeshare interest, membership number, 561096, in Bluegreen at La Cabana Beach.

64. As a result of their ownership interest in Bluegreen at La Cabana Beach, Thomas and Jacalyn Swoboda are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

65. Tony and Cynthia Caldwell are natural persons residing in and domiciled in Rustburg, Virginia.

66. Tony and Cynthia Caldwell are the legal and rightful owners of a timeshare interest, membership number, 746709, in Bluegreen at Tradewinds.

67. As a result of their ownership interest in Bluegreen at Tradewinds, Tony and Cynthia Caldwell are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

68. Chester and Shirley Hood are natural persons residing in and domiciled in Robbins, Georgia.

69. Chester and Shirley Hood are the legal and rightful owners of a timeshare interest, membership number, 719004, in Bluegreen at Tradewinds.

70. As a result of their ownership interest in Bluegreen at Tradewinds, Chester and Shirley Hood are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

71. Rosella Davis is a natural person residing in and domiciled in Fort Dodge, Iowa.

72. Rosella Davis is the legal and rightful owner of a timeshare interest, membership number, 75284, in Bluegreen Club 36.

73. As a result of her ownership interest in Bluegreen Club 36, Rosella Davis is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

74. Kahlid Maarouf and Tanya Dumpert are natural persons residing in and domiciled in Muncie, Indiana.

75. Kahlid Maarouf and Tanya Dumpert are the legal and rightful owners of a timeshare interest, membership number 126130, in Bluegreen Club 36.

76. As a result of their ownership interest in Bluegreen Club 36, Kahlid Maarouf and Tanya Dumpert are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

77. John and Geneva Juggins are natural persons residing in and domiciled in Bolingbrook, Illinois.

78. John and Geneva Juggins are the legal and rightful owners of a timeshare interest, membership number, 902907, in Bluegreen Club 36.

79. As a result of their ownership interest in Bluegreen Club 36, John and Geneva Juggins are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

80. James and Alberta Weiand are natural persons residing in and domiciled in Logansport, Indiana.

81. James and Alberta Weiand are the legal and rightful owners of a timeshare interest, membership number, 813518, in Bluegreen Club 36.

82. As a result of their ownership interest in Bluegreen Club 36, James and Alberta Weiand are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

83. Sherman and Pamela Harris are natural persons residing in and domiciled in Greensboro, North Carolina.

84. Sherman and Pamela Harris are the legal and rightful owners of a timeshare interest, membership number, 76754, in Bluegreen Harbour Lights.

85. As a result of their ownership interest in Bluegreen Harbour Lights, Sherman and Pamela Harris are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

86. Sylvester and Patricia Hiter are natural persons residing in and domiciled in Garden City, South Carolina.

87. Sylvester and Patricia Hiter are the legal and rightful owners of a timeshare interest, membership number, 185056, in Bluegreen Harbour Lights.

88. As a result of their ownership interest in Bluegreen Harbour Lights, Sylvester and Patricia Hiter are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

89. Randall and Carolyn Howard are natural persons residing in and domiciled in Archdale, North Carolina.

90. Randall and Carolyn Howard are the legal and rightful owners of a timeshare interest, membership number, 866492, in Bluegreen Lake Eve Resort.

91. As a result of their ownership interest in Bluegreen Lake Eve Resort, Randall and Carolyn Howard are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

92. Barbara Barker is a natural person residing in and domiciled in Fitzgerald, Georgia.

93. Barbara Barker is the legal and rightful owner of a timeshare interest, membership number, 745437, in Bluegreen Laurel Crest Pigeon Ford.

94. As a result of her ownership interest in Bluegreen Laurel Crest Pigeon Ford, Barbara Barker is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

95. Vincent and Shawn Bayne are natural persons residing in and domiciled in Wesley Chapel, Florida.

96. Vincent and Shawn Bayne are the legal and rightful owners of a timeshare interest, membership number, 874052, in Bluegreen Laurel Crest Pigeon Ford.

97. As a result of their ownership interest in Bluegreen Laurel Crest Pigeon Ford, Vincent and Shawn Bayne are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

98. Barbara Malena and Anna Bangley are natural persons residing in and domiciled in New Port Richey, Florida.

99. Barbara Malena and Anna Bangley are the legal and rightful owners of a timeshare interest, membership number, 511262, in Bluegreen Laurel Crest Pigeon Ford.

100. As a result of their ownership interest in Bluegreen Laurel Crest Pigeon Ford, Barbara Malena and Anna Bangley are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

101. Dennis and Sherry Pellegrum are natural persons residing in and domiciled in Armada, Mississippi.

102. Dennis and Sherry Pellegrum are the legal and rightful owners of a timeshare interest, in Bluegreen Odyssey Dells.

103. As a result of their ownership interest in Bluegreen Odyssey Dells, Dennis and Sherry Pellegrum are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

104. Thomas and Sharon Young are natural persons residing in and domiciled in Mount Juliet, Tennessee.

105. Thomas and Sharon Young are the legal and rightful owners of a timeshare interest, membership number, 67711, in Bluegreen Odyssey Dells.

106. As a result of their ownership interest in Bluegreen Odyssey Dells, Thomas and Sharon Young are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

107. Raymond and Pamela Banks are natural persons residing in and domiciled in Waukegan, Illinois.

108. Raymond and Pamela Banks are the legal and rightful owners of a timeshare interest, membership number, 04092602, in Bluegreen Vacation Resorts.

109. As a result of their ownership interest in Bluegreen Vacation Resorts, Raymond and Pamela Banks are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

110. Michael and Felicia Bryant are natural persons residing in and domiciled in New Bern, North Carolina.

111. Michael and Felicia Bryant are the legal and rightful owners of a timeshare interest, membership number, 480300, in Bluegreen Vacation Resorts.

112. As a result of their ownership interest in Bluegreen Vacation Resorts, Michael and Felicia Bryant are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

113. Robert and Victoria Cardenas are natural persons residing in and domiciled in Jackson, Mississippi.

114. Robert and Victoria Cardenas are the legal and rightful owners of a timeshare interest, membership number, 823984, in Bluegreen Vacation Resorts.

115. As a result of their ownership interest in Bluegreen Vacation Resorts, Robert and Victoria Cardenas are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

116. Nicholas Castillo III and Marie Castillo are natural persons residing in and domiciled in Antioch, California.

117. Nicholas Castillo III and Marie Castillo are the legal and rightful owners of a timeshare interest, in Bluegreen Vacation Resorts.



118. As a result of their ownership interest in Bluegreen Vacation Resorts, Nicholas Castillo III and Marie Castillo are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

119. Reginald and Barbara Chaney are natural persons residing in and domiciled in Somerset, Kentucky.

120. Reginald and Barbara Chaney are the legal and rightful owners of a timeshare interest, membership number, 1041487, in Bluegreen Vacation Resorts.

121. As a result of their ownership interest in Bluegreen Vacation Resorts, Reginald and Barbara Chaney are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

122. Ramon and Kathy Chaplin are natural persons residing in and domiciled in Alexandria, Indiana.

123. Ramon and Kathy Chaplin are the legal and rightful owners of a timeshare interest in Bluegreen Vacation Resorts.

124. As a result of her ownership interest in Bluegreen Vacation Resorts, Ramon and Kathy Chaplin are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

125. Joyce Cleveland is a natural person residing in and domiciled in Charlestown, Indiana.

126. Joyce Cleveland is the legal and rightful owner of a timeshare interest, membership number, 28043, in Bluegreen Vacation Resorts.

127. As a result of her ownership interest in Bluegreen Vacation Resorts, Joyce Cleveland is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

128. Michael and Judy Clouston are natural persons residing in and domiciled in Valdosta, Georgia.

129. Michael and Judy Clouston are legal and rightful owners of a timeshare interest, membership number, 772535, in Bluegreen Vacation Resorts.

130. As a result of their ownership interest in Bluegreen Vacation Resorts, Michael and Judy Clouston are qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

131. Charles and Brenda Combs are natural persons residing in and domiciled in Lexington, Kentucky.

132. Charles and Brenda Combs are the legal and rightful owners of a timeshare interest, membership number, 204883, in Bluegreen Vacation Resorts.

133. As a result of their ownership interest in Bluegreen Vacation Resorts, Charles and Brenda Combs are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

134. Craig and Josie Coulson are natural persons residing in and domiciled in Jackson, Mississippi.

135. Craig and Josie Coulson are the legal and rightful owners of a timeshare interest, membership number, 481468, in Bluegreen Vacation Resorts.

136. As a result of their ownership interest in Bluegreen Vacation Resorts, Craig and Josie Coulson are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

137. Mack and Nava Draughn are natural persons residing in and domiciled in Mocksville, North Carolina.

138. Mack and Nava Draughn are the legal and rightful owners of a timeshare interest, membership number, 65677, in Bluegreen Vacation Resorts.

139. As a result of their ownership interest in Bluegreen Vacation Resorts, Mack and Nava Draughn are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

140. Gregory and Christine Ebbenga are natural persons residing in and domiciled in Henderson, Nevada.

141. Gregory and Christine Ebbenga are the legal and rightful owners of a timeshare interest, membership number, 647337, in Bluegreen Vacation Resorts.

142. As a result of their ownership interest in Bluegreen Vacation Resorts, Gregory and Christine Ebbenga are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

143. Ronald and Monika Fandrey are natural persons residing in and domiciled in Mooresville, North Carolina.

144. Ronald and Monika Fandrey are the legal and rightful owners of a timeshare interest, membership number, 62217, in Bluegreen Vacation Resorts.

145. As a result of their ownership interest in Bluegreen Vacation Resorts, Ronald and Monika Fandrey are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

146. Robert and Joanne Forman are natural persons residing in and domiciled in Swartz Creek, Michigan.

147. Robert and Joanne Forman are the legal and rightful owners of a timeshare interest, membership number, 785287, in Bluegreen Vacation Resorts.

148. As a result of their ownership interest in Bluegreen Resorts, Robert and Joanne Forman are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

149. James and Sandra Grauel are natural persons residing in and domiciled in Raleigh, North Carolina.

150. James and Sandra Grauel are the legal and rightful owners of a timeshare interest, membership number, 237999, in Bluegreen Vacation Resorts.

151. As a result of their ownership interest in Bluegreen Resorts, James and Sandra Grauel are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

152. Charles and Billie Hall are natural persons residing in and domiciled in Cheyenne, Wyoming.

153. Charles and Billie Hall are the legal and rightful owners of a timeshare interest, membership number, 62379, in Bluegreen Vacation Resorts.

154. As a result of their ownership interest in Bluegreen Vacation Resorts, Charles and Billie Hall are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

155. Richard and Deborah Hurd are natural persons residing in and domiciled in Booneville, Mississippi.

156. Richard and Deborah Hurd are the legal and rightful owners of a timeshare interest, membership number, 2626991, in Bluegreen Vacation Resorts.

157. As a result of their ownership interest in Bluegreen Resorts, Richard and Deborah Hurd are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

158. Carol and Roger Johnson are natural persons residing in and domiciled in Hernando, Florida.

159. Carol and Roger Johnson are the legal and rightful owners of a timeshare interest, membership number, 138994, in Bluegreen Vacation Resorts.

160. As a result of their ownership interest in Bluegreen Vacation Resorts, Carol and Roger Johnson are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

161. Charles Kight is a natural person residing in and domiciled in Boynton Beach, Florida.

162. Charles Kight is the legal and rightful owner of a timeshare interest, membership number, 761284, in Bluegreen Vacation Resorts.

163. As a result of her ownership interest in Bluegreen Vacation Resorts, Charles Kight is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

164. Harvey and Mary Laux are natural persons residing in and domiciled in St. Louis, Missouri.

165. Harvey and Mary Laux are the legal and rightful owners of a timeshare interest, membership number, 141600, in Bluegreen Vacation Resorts.

166. As a result of their ownership interest in Bluegreen Vacation Resorts, Harvey and Mary Laux are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

167. James and Julie Loncar are natural persons residing in and domiciled in Mentor, Ohio.

168. James and Julie Loncar are the legal and rightful owners of a timeshare interest, membership number, 1135753, in Bluegreen Vacation Resorts.

169. As a result of their ownership interest in Bluegreen Vacation Resorts, James and Julie Loncar are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

170. Julian and Luanne Mckinney are natural persons residing in and domiciled in Bismarck, Arkansas.

171. Julian and Luanne Mckinney are the legal and rightful owners of a timeshare interest, membership number, 635293, in Bluegreen Vacation Resorts.

172. As a result of their ownership interest in Bluegreen Vacation Resorts, Julian and Luanne Mckinney are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

173. Glenda McNeil is a natural person residing in and domiciled in Asheboro, North Carolina.

174. Glenda McNeil is the legal and rightful owner of a timeshare interest, membership number 1101726, in Bluegreen Vacation Resorts.

175. As a result of her ownership interest in Bluegreen Vacation Resorts, Glenda McNeil is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

176. Charles and Sharon Mester are natural persons residing in and domiciled in Athens, Illinois.

177. Charles and Sharon Mester are the legal and rightful owners of a timeshare interest, membership number, 106515, in Bluegreen Vacation Resorts.

178. As a result of their ownership interest in Bluegreen Vacation Resorts, Charles and Sharon Mester are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

179. Glenn and Cheryll Miears are natural person residing in and domiciled in College Station, Texas.

180. Glenn and Cheryll Miears is the legal and rightful owner of a timeshare interest, membership number in Bluegreen Vacation Resorts.

181. As a result of her ownership interest in Bluegreen Vacation Club, Glenn and Cheryll Miears are qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

182. Neil and Audrey Murray are natural person residing in and domiciled in Seaford, New York.

183. Neil and Audrey Murray are legal and rightful owners of a timeshare interest, membership number 877686, in Bluegreen Vacation Resorts.

184. As a result of her ownership interest in Bluegreen Vacation Resorts, Neil and Audrey Murray are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

185. William and Jane Nusbaum are natural persons residing in and domiciled in Fort Collins, Colorado.

186. William and Jane Nusbaum are the legal and rightful owners of a timeshare interest, membership number, in Bluegreen Vacation Resorts.

187. As a result of their ownership interest in Bluegreen Vacation Resorts, Williams and Jane Nusbaum are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

188. James Ouimette and Susan Watson are natural persons residing in and domiciled in Chesapeake, Virginia.

189. James Ouimette and Susan Watson are legal and rightful owners of a timeshare interest, membership number 979913, in Bluegreen Vacation Resorts.

190. As a result of their ownership interest in Bluegreen Vacation Resorts, James Ouimette and Susan Watson are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

191. Robert and Lorraine Paul are natural persons residing in and domiciled in Warwick, Rhode Island.

192. Robert and Lorraine Paul are the legal and rightful owners of a timeshare interest, membership number, 800856, in Bluegreen Vacation Resorts.

193. As a result of their ownership interest in Bluegreen Vacation Resorts, Robert and Lorraine Paul are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

194. Morris and Marjorie Plant are natural persons residing in and domiciled in Maumelle, Arkansas.

195. Morris and Marjorie Plant are the legal and rightful owners of a timeshare interest, membership number, 571505, in Bluegreen Vacation Resorts.



196. As a result of their ownership interest in Bluegreen Vacation Resorts, Morris and Marjorie Plant are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

197. Louis and Deborah Shannon are natural persons residing in and domiciled in Henrico, Virginia.

198. Louis and Deborah Shannon are the legal and rightful owners of a timeshare interest, membership number in Bluegreen Vacation Resorts.

199. As a result of their ownership interest in Bluegreen Vacation Resorts, Louis and Deborah Shannon are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

200. Ned Short is a natural person residing in and domiciled in Manchester, Indiana.

201. Ned Short is the legal and rightful owner of a timeshare interest, membership number 04113005FV, in Bluegreen Vacation Resorts.

202. As a result of his ownership interest in Bluegreen Resorts, Ned Short is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

203. Mary Smith is a natural person residing in and domiciled in Crescent City, Florida.

204. Mary Smith is the legal and rightful owner of a timeshare interest, membership number 254670, in Bluegreen Vacation Resorts.

205. As a result of her ownership interest in Bluegreen Vacation Resorts, Mary Smith is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

206. Teresa Strickland is a natural person residing in and domiciled in Fayetteville, Georgia.

207. Teresa Strickland is the legal and rightful owner of a timeshare interest, membership number in Bluegreen Vacation Resorts.

208. As a result of her ownership interest in Bluegreen Vacation Resorts, Teresa Strickland is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

209. Paul and Sarah Swindle are natural persons residing in and domiciled in Florence, Alabama.

210. Paul and Sarah Swindle are legal and rightful owners of a timeshare interest, membership number 117436, in Bluegreen Vacation Resorts.

211. As a result of their ownership interest in Bluegreen Vacation Resorts, Paul and Sarah Swindle are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

212. Michael and Peggy Timmons are natural persons residing in and domiciled in Colfax, Indiana.

213. Michael and Peggy Timmons are the legal and rightful owners of a timeshare interest, membership number, 6925, in Bluegreen Vacation Resorts.

214. As a result of their ownership interest in Bluegreen Vacation Resorts, Randall and Carolyn Filger are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

215. Gerald and Nancy Waggoner are natural persons residing in and domiciled in Hillsboro, Missouri.

216. Gerald and Nancy Waggoner are the legal and rightful owners of a timeshare interest, membership number, in Bluegreen Vacation Resorts.

217. As a result of their ownership interest in Bluegreen Vacation Resorts, Gerald and Nancy Waggoner are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

218. Sheryl Willhelm is a natural person residing in and domiciled in Spring Hill, Tennessee.

219. Sheryl Willhelm is the legal and rightful owner of a timeshare interest, membership number 506572, in Bluegreen Vacation Resorts.

220. As a result of her ownership interest in Bluegreen Vacation Resorts, Sheryl Willhelm is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

221. Ronald Wittow and Julianne Givan – Wittow are natural persons residing in and domiciled in Greeley, Colorado.

222. Ronald Wittow and Julianne Givan – Wittow are the legal and rightful owners of a timeshare interest, membership number, 1097319, in Bluegreen Vacation Resorts.

223. As a result of their ownership interest in Bluegreen Vacation Resorts, Ronald Wittow and Julianne Givan – Wittow are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

224. Wayne and Cathryn Griffith are natural persons residing in and domiciled in Johns Island, South Carolina.

225. Wayne and Cathryn Griffith are the legal and rightful owners of a timeshare interest, membership number, 740950, in Bluegreen Studio Homes at Ellis Square.

226. As a result of their ownership interest in Bluegreen Studio Homes at Ellis Square, Wayne and Cathryn Griffith are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

227. Jimmy and Susan Jaynes are natural persons residing in and domiciled in Phippsburg, Maine.

228. Jimmy and Susan Jaynes are the legal and rightful owners of a timeshare interest, membership number, 740619, in Bluegreen Studio Homes at Ellis Square.

229. As a result of their ownership interest in Bluegreen Studio Homes at Ellis Square, Jimmy and Susan Jaynes are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

230. Marlon Todd Rhodes and Sandra Rhodes are natural persons residing in and domiciled in Lenexa, Kansas.

231. Marlon Todd Rhodes and Sandra Rhodes are the legal and rightful owners of a timeshare interest, membership number, 553362, in Bluegreen Vacation Resorts.

232. As a result of their ownership interest in Bluegreen Vacation Resorts, Marlon Todd Rhodes and Sandra Rhodes are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

233. James and Betty Shaw are natural persons residing in and domiciled in Farmington, Missouri.

234. James and Betty Shaw are the legal and rightful owners of a timeshare interest, membership number, 461060, in Bluegreen Vacation Resorts.

235. As a result of their ownership interest in Bluegreen Vacation Resorts, James and Betty Shaw are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

236. John Kindybal, Jr., and Andrea Kindybal are natural persons residing in and domiciled in Milford, Connecticut.

237. John Kindybal, Jr., and Andrea Kindybal are the legal and rightful owners of a timeshare interest, membership number, 2656263, in Bluegreen Vacations Carolina Grande, an Ascend Resort.

238. As a result of their ownership interest in Bluegreen Vacations Carolina Grande, an Ascend Resort, John Kindybal, Jr., and Andrea Kindybal are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

239. Roger and Donna Key are natural persons residing in and domiciled in Meridian, Mississippi.

240. Roger and Donna Key are the legal and rightful owners of a timeshare interest, membership number, 790482, in Bluegreen Vacations King Street Resort, an Ascend Resort.

241. As a result of their ownership interest in Bluegreen Vacations King Street Resort, Roger and Donna Key are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

242. Donna Areaux is a natural person residing in and domiciled in Nicholasville, Kentucky.

243. Donna Areaux is the legal and rightful owner of a timeshare interest, membership number 394697, in Bluegreen Vacation Mountain Loft.

244. As a result of her ownership interest in Bluegreen Vacation Mountain Loft, Donna Areaux is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

245. Glenn and Marcia Eldridge are natural persons residing in and domiciled in Cookville, Tennessee.

246. Glenn and Marcia Eldridge are the legal and rightful owners of a timeshare interest, membership number, 66765, in Bluegreen Vacations Mountain Loft.

247. As a result of their ownership interest in Bluegreen Vacations Mountain Loft., Glenn and Marcia Eldridge are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

248. Robin and Diane Walker are natural persons residing in and domiciled in Huntersville, North Carolina.

249. Robin and Diane Walker are the legal and rightful owners of a timeshare interest, membership number, 44660, in Bluegreen Vacations Mountain Loft.

250. As a result of their ownership interest in Bluegreen Vacations Mountain Loft, Robin and Diane Walker are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

251. George and Catherine Danbury are natural persons residing in and domiciled in Conway, South Carolina.

252. George and Catherine Danbury are the legal and rightful owners of a timeshare interest, membership number, 905693, in Bluegreen Vacations Seaglass Tower.

253. As a result of their ownership interest in Bluegreen Vacations Seaglass Tower, George and Catherine Danbury are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

254. Jay and Julie Hedges are natural persons residing in and domiciled in Kearney, Missouri.

255. Jay and Julie Hedges are the legal and rightful owners of a timeshare interest, membership number, 518324, in Bluegreen Wilderness Club at Big Cedar.

256. As a result of their ownership interest in Bluegreen Wilderness Club at Big Cedar, Jay and Julie Hedges are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

257. Christopher and Cheryl Jost are natural persons residing in and domiciled in St. Louis, Missouri.

258. Christopher and Cheryl Jost are the legal and rightful owners of a timeshare interest, membership number, 2615806, in Bluegreen Wilderness Club at Big Cedar.

259. As a result of their ownership interest in Bluegreen Wilderness Club at Big Cedar, Christopher and Cheryl Jost are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

260. Ruth Bratcher and Emily Berriochoa are natural persons residing in and domiciled in Sun City, Arizona.

261. Ruth Bratcher and Emily Berriochoa are the legal and rightful owners of a timeshare interest in Christmas Mountain Village.

262. As a result of their ownership interest in Christmas Mountain Village, Ruth Bratcher and Emily Berriochoa are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

263. Frank Pluhm is a natural person residing in and domiciled in Sycamore, Illinois.

264. Frank Pluhm is the legal and rightful owner of a timeshare interest, membership number 582401, in Christmas Mountain Village.

265. As a result of his ownership interest in Christmas Mountain Village, Frank Pluhm is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

266. Thomas and Ruth Sines are natural persons residing in and domiciled in Hendersonville, Tennessee.

267. Thomas and Ruth Sines are the legal and rightful owners of a timeshare interest, membership number, 841757, in Cibola Vista Resort and Spa and Grande Villas at World Golf Village.

268. As a result of their ownership interest in Cibola Vista Resort and Spa and Grande Villas at World Golf Village, Thomas and Ruth Sines are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

269. Cora and Tarrah Hayward are natural persons residing in and domiciled in Newark, Delaware.

270. Cora and Tarrah Hayward are the legal and rightful owners of a timeshare interest, membership number, 606479, in Club La Pension.

271. As a result of their ownership interest in Club La Pension, Cora and Tarrah Hayward are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

272. John and Lynette McDonnell are natural persons residing in and domiciled in Hampton, Pennsylvania.

273. John and Lynette McDonnell are the legal and rightful owners of a timeshare interest, membership number, 29406-PH, in Manhattan Club.

274. As a result of their ownership interest in Manhattan Club, John and Lynette McDonnell are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

275. Tony and Cynthia Caldwell are natural persons residing in and domiciled in Rustburg, Virginia.



276. Tony and Cynthia Caldwell are the legal and rightful owners of a timeshare interest, membership number, 746709, in Panama City Resort and Club.

277. As a result of their ownership interest Panama City Resort and Club, Tony and Cynthia Caldwell are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

278. James and Charlene Andrews are natural persons residing in and domiciled in Chesapeake, Virginia.

279. James and Charlene Andrews are the legal and rightful owners of a timeshare interest, membership number, 621043, in Parkside Resort.

280. As a result of their ownership interest in Parkside Resort, James and Charlene Andrews are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

281. Linda Uihlein is a natural person residing in and domiciled in Earlysville, Virginia.

282. Linda Uihlein is the legal and rightful owner of a timeshare interest, membership number 151017, in Shenandoah Crossing Cabins and RV Resort.

283. As a result of her ownership interest in Shenandoah Crossing Cabins and RV Resort, Linda Uihlein is a qualified beneficiary of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

284. Kevin and Valerie Comstock are natural persons residing in and domiciled in Riverside, California.

285. Kevin and Valerie Comstock are the legal and rightful owners of a timeshare interest, membership number, 1002722, in The Fountains.

286. As a result of their ownership interest in The Fountains, Kevin and Valerie Comstock are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

287. Prentice and Janice House are natural persons residing in and domiciled in Fayetteville, Arkansas.

288. Prentice and Janice House are the legal and rightful owners of a timeshare interests, membership number, 962471, in The Fountains and Big Cedar Lodge.

289. As a result of their ownership interests in The Fountains and Big Cedar Lodge Prentice and Janice House, are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

290. Norman and Cynthia Baries are natural persons residing in and domiciled in Colts Neck, New Jersey.

291. Norman and Cynthia Baries are the legal and rightful owners of a timeshare interest, membership number, 34878-PP-WK in The Manhattan Club.

292. As a result of their ownership interest in The Manhattan Club, Norman and Cynthia Baries are qualified beneficiaries of the Bluegreen Vacation Club Amended and Restated Trust Agreement dated May 18, 1994.

**Parties to this Action:**

**Respondents**

293. Trustee Vacation Trust, Inc., (hereinafter “Trustee” or “Vacation Trust”), upon information and belief, is currently operating as the Trustee of the Bluegreen Vacation Club Amended and Restated Trust Agreement, with the said Trust maintaining its primary place of business at 4950 Communication Avenue, Suite 400, Boca Raton, Florida, 33431.

294. Bluegreen Resorts Management, Inc., (hereinafter “Bluegreen Resorts Management”), upon information and belief, is a duly organized Delaware corporation, and maintains its primary place of business operations at 4960 Conference Way North, Suite 100, Boca Raton, Florida, 33431.

### **The Trust Document**

295. “ The Trustee shall hold the Accommodations and Facilities as provided to the Trustee by Bluegreen for the benefit of the Beneficiaries so as to protect the interest of the Beneficiaries hereunder, for as long as such interests shall exist, and preserve the Accommodations and Facilities for the Beneficiaries as herein provided.” (See Exhibit A, Trust Agreement, page 1 paragraph 4).

296. “Beneficiaries shall mean Owner Beneficiaries, Bluegreen, Club Beneficiary, Vacation Club Managing Entity Beneficiary and Interest Holder Beneficiaries, each of whose interest under this Trust Agreement consist of the right to performance by the Trustee of its obligations as herein set forth.” (See Exhibit A, Trust Agreement, page 2, Article I, Section 1.02).

297. “Operating Fund shall mean the aggregate payment by all Owners Beneficiaries of Club Dues.” (See Exhibit A, Trust Agreement, page 3, Article I, Section 1.18).

298. “Trust Estate shall mean all the Accommodations and Facilities, including Occupancy Rights and Resort Interests, conveyed, transferred, leased, or otherwise acquired, by the Trust as

shall be described, from time to time, in Exhibit “A” attached hereto, which may be amended from time to time, together with any and all appurtenant rights and privileges...” (See Exhibit A, Trust Agreement, page 4, Article I, Section 1.27).

299. “Trust Fund shall be the aggregate payment by all Owner Beneficiaries of Common Assessment Fees.” (See Exhibit A, Trust Agreement, page 4, Article I, Section 1.28).

300. “Vacation Club Managing Entity Beneficiary shall mean Bluegreen Resorts Management, Inc., a Delaware corporation (and successor-in-interest by merger with RDI Resort Services Corp.), and its successors and assigns in interest to the Management Agreement as may exist from time to time with the Trustee pursuant to which management services are provided respecting the administration of the Trust Estate.” (See Exhibit A, Trust Agreement, page 4, Article I, Section 1.30).

301. “The Trustee shall act as a fiduciary to the Beneficiaries of the Trust.” (See Exhibit A, Trust Agreement, page 6, Article VI Section 6.02).

302. “The Trustee and the Beneficiaries shall constitute the sole persons in interest under this Trust Agreement.” (See Exhibit A, Trust Agreement, page 7, Article VI, Section 6.05).

303. “During the term of this Trust Agreement, each Owner Beneficiary shall be entitled to use, occupy and enjoy, on a space available basis, the Accommodations and Facilities of the Trust Estate during such respective Owner’s Use Year based upon the Vacation Points appurtenant to the Owner Beneficiary Rights acquired by such Owner Beneficiary and compliance with the Demand Balancing Standard and subject to payment of Common Assessment Fees and Club Dues.” (See Exhibit A, Trust Agreement, page 11, Article VIII, Section 8.01(e)).

304. “Owner Beneficiaries shall have the right to use and occupy the Accommodations and Facilities as are available pursuant to the terms of the Trust Agreement so long as they retain their

Owner Beneficiary Rights pursuant to their respective Bluegreen Owner Agreements.” (See Exhibit A, Trust Agreement, page 12, Article VIII, Section 8.01(f)).

305. “The Trustee shall establish and collect or direct how to be collected Club Dues and Common Assessment Fees payable by Owner Beneficiaries sufficient enough to meet the obligations of the Trust as to the Trust Estate.” (See Exhibit A, Trust Agreement, page 12, Article VIII, Section 8.01(g)).

306. “The Trustee shall engage, at the expense of the Operating Fund of the Trust, an independent accounting firm to verify, from time to time, (1) the inventory of the Trust Estate and the cumulative number of Vacation Points by such Trust Estate; (2) the cumulative number of Vacation Points represented by Bluegreen Owner Agreements which have not expired, cancelled or terminated; (3) the relative amount of Lien Debt existing in respect to Accommodations and Facilities or the Occupancy Rights ... ; and (4) all financial transactions, if any, of the Trustee. Such independent accounting firm shall prepare a report in respect to the foregoing, which report shall be made available to the Beneficiaries hereunder ...” (See Exhibit A, Trust Agreement, page 12 and 13, Article VIII, Section 8.01(k)).

307. “Each Owner Beneficiary agrees to pay to the Trustee (or as directed by the Trustee) Common Assessment Fees and Club Dues determined pursuant to the Trust Fund and Operating Fund Budgets. (See Exhibit A, Trust Agreement, page 13, Article VIII, Section 8.01(l)).

308. “The Trust shall be independent from Bluegreen Corporation, Bluegreen, Bluegreen Resorts Management, Inc., any other subsidiary or affiliate of the foregoing, and any Interest Holder Beneficiary in respect to the Trust Estate, in accordance with F.S. Ch. 721.” (See Exhibit A, Trust Agreement, page 20, Article X, Section 10.6(k)).

### **Jurisdiction and Venue**

309. Subject matter jurisdiction is proper in this Court pursuant to the Class Action Fairness Act, 28 U.S.C. § 1332(d). The federal Class Action Fairness Act (CAFA) provides for federal jurisdiction over a “mass action.” 28 U.S.C. § 1332(d)(11)(A).

310. This cause is a ‘mass action’ as it is a “civil action ... in which monetary relief claims of 100 or more persons are proposed to be tried jointly on the ground that the plaintiffs’ claims involve common questions of law or fact[.]” Id. at § 1332(d)(11)(B)(i).

311. Between Petitioners and Respondents there exists at least “minimal diversity” as “any member of a class of plaintiffs is a citizen of a State different from any defendant.” §§ 1332(d)(2)(A), (d)(11)(A).

312. The aggregate amount in controversy as to all Plaintiffs’ claims exceed \$5 million. §§ 1332(d)(2), (d)(6), (d)(11)(A).

313. At least three Plaintiffs have claims that satisfy the \$75,000 individual amount in controversy requirement 28 U.S.C. §§ 1332(a), (d)(11)(B)(i).

314. This Court has both general and specific personal jurisdiction over Defendants, including under Missouri’s Long Arm Statute, V.A.M.S. § 506.500, et seq., because Defendants have continuous and systematic general business contacts in Missouri.

315. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b) because the events giving rise to the instant claims occurred within the District.

**Count I: Action for an Accounting and**  
**the Management Agreement from the Trustee**

316. Petitioners incorporate by reference paragraphs 1 through 315 as if fully set forth and alleged in this paragraph 316.

317. To date, the Petitioners, have not received from the Trustee the “independent accounting” that is to occur “ from time to time” of the “Inventory of the Trust Estate, the “cumulative number of Vacation Points” in the Trust Estate, the “relative amount of Lien Debt” against the Accommodations and Facilities, and the “financial transactions” of the Trust as mandated in the Trust Agreement, Article VIII, Section 8.01(k).

318. These reports are necessary for the Petitioners to evaluate the performance, honesty, and integrity of the Trustee and the Vacation Club Managing Entity, Bluegreen Resorts Management, and to protect the beneficiaries’ interests.

319. Petitioners request the Court order the Trustee to secure and produce to all Petitioners the mandated accounting.

320. Upon information and belief, as set forth in Article I Section 1.30, there exist between the Trustee and the Vacation Club Managing Entity, Bluegreen Resorts Management, a “Management Agreement” that details the “management services” that Bluegreen Resorts Management is providing to the Trust, and the associate fees and costs for those management services.

321. That “Management Agreement” is necessary for the Petitioners to evaluate the performance, honesty, and integrity of the Trustee and the Vacation Club Managing Entity, Bluegreen Resorts Management, and to protect the beneficiaries’ interests.

322. Petitioners request the Court order Trustee to produce all “Management Agreement(s)” to all the Petitioners within sixty days.

**WHEREFORE**, Petitioners pray this Court order Trustee Vacation Trust, Inc. to produce to all Petitioners the Article VIII, Section 8.01(k) accounting, and further order Trustee Vacation Trust, Inc., to produce to all Petitioners the full and complete “Management Agreement(s)” within sixty days, and for such other and further relief in the premises as the Court deems just and proper.

**Count II: Action Against the Trustee Vacation Trust, Inc., and Bluegreen Resorts  
Management, Inc., for Failing to Properly Allocate the  
Accommodations and Facilities of the Trust Estate**

323. Petitioners incorporate by reference paragraphs 1 through 322 as if fully set forth and alleged in this paragraph 323.

324. “During the term of this Trust Agreement, each Owner Beneficiary shall be entitled to use, occupy and enjoy, on a space available basis, the Accommodations and Facilities of the Trust Estate during such respective Owner’s Use Year based upon the Vacation Points appurtenant to the Owner Beneficiary Rights acquired by such Owner Beneficiary and compliance with the Demand Balancing Standard and subject to payment of Common Assessment Fees and Club Dues.” (See Exhibit A, Trust Agreement, page 11, Article VIII, Section 8.01(e)).

325. The Trustee has a duty to the Petitioners to ensure that “each Owner Beneficiary” can “use, occupy and enjoy” the “Accommodations and Facilities of the Trust Estate” in exchange for their “Points” and payment of “Common Assessment Fees and Club Dues.”



326. Upon information and belief, the Trustee has contracted with Bluegreen Resort Management to operate an allocation system to facilitate the Petitioners reservation and use of the Accommodations and Facilities of the Trust Estate.

327. However, the allocation system to use the Accommodations and Facilities of the Trust Estate is not operated by Bluegreen Resort Management in accordance with the Trust Agreement and does not allow the Petitioners to freely and easily “use, occupy and enjoy” the “Accommodations and Facilities of the Trust Estate.”

328. Consequently, Petitioners often are not able to secure use and occupancy of the “Accommodations and Facilities of the Trust Estate.”

329. Bluegreen Resort Management’s failure to develop and operate an allocation system in compliance and accordance with the Trust Agreement, and the Trustee’s failure to fulfill their duty to have an allocation system that allows “each Owner Beneficiary” the use, occupancy, and enjoyment of the Accommodations and Facilities of the Trust Estate, has directly resulted in the Petitioners not being able to use, occupy, or enjoy the Accommodations and Facilities of the Trust Estate as set forth in the Trust Agreement.

330. That monetary value of the loss of the use, occupancy, and enjoyment of the Accommodations and Facilities of the Trust Estate to the Petitioners is greater than \$5,000,000.

**WHEREFORE,** Petitioners pray this Court order Trustee Vacation Trust, Inc. and Bluegreen Resorts Management, Inc. to develop and operate an allocation system in compliance with the Trust Agreement, and to pay to Petitioners a fair and adequate sum greater than \$5,000,000.00 to compensate the Petitioners’ for their loss of use, occupancy, and enjoyment of the Accommodations and Facilities of the Trust Estate, and to award Petitioners their attorneys’

fees and expenses for bringing this action, and for such other and further relief in the premises as the Court deems just and proper.

**Count III: Action Against the Trustee Vacation Trust, Inc. and**  
**Bluegreen Resorts Management, Inc. for Failing to Operate the Accommodations**  
**and Facilities of the Trust Estate within Reasonable Cost**

331. Petitioners incorporate by reference paragraphs 1 through 330 as if fully set forth and alleged in this paragraph 331.

332. The Trustee has a continuing duty to the beneficiaries to operate the Accommodations and Facilities of the Trust Estate in a cost-effective, business like, and efficient manner.

333. Bluegreen Resorts Management has unreasonably escalated the operating costs of the Accommodations and Facilities of the Trust Estate.

334. Those unreasonably escalating operating costs are divided, assessed, and passed on to the Petitioners to pay to the “Operating Fund” in the form of “Common Assessment Fees and Club Dues,” that must be paid by the Petitioners as a condition of using their “Points” to secure the use of the Accommodations and Facilities of the Trust Estate.

335. The Trustee has a duty to protect the beneficiaries from those unreasonably escalating operating cost.

336. The Trustee has failed to do so.

337. As a direct result of Bluegreen Resort Management’s unreasonably escalating costs and the Trustee’s failure to protect the beneficiaries from those unreasonable escalating operating

costs, the Petitioners have had to pay millions of dollars in additional Common Assessment Fees and Club Dues to the Trust Fund and Operating Fund.

338. The monetary value of the excessive Common Assessment Fees and Club Dues paid by the Petitioners for the unreasonable escalating costs of operating the Accommodations and Facilities of the Trust Estate is greater than \$5,000,000.

**WHEREFORE**, Petitioners pray this Court order Trustee Vacation Trust, Inc. and Bluegreen Resorts Management, Inc., to operate the Accommodations and Facilities of the Trust Estate within reasonable costs, and to pay to Petitioners a fair and adequate sum greater than \$5,000,000.00 to compensate the Petitioners' for the excessive operating costs of the Accommodations and Facilities of the Trust Estate, and to award Petitioners their attorneys' fees and expenses for bringing this action, and for such other and further relief in the premises as the Court deems just and proper.

Respectfully submitted,

The Law Firm of Michael T. George, P.C.

**/s/ Michael T. George**

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